

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
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SHILOH INDUSTRIES, INC., ¹ <i>et al.</i> ,	:	Case No. 20-12024 (LSS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Re: Docket No. 206 & 212

**NOTICE OF (I) CANCELLATION
OF AUCTION AND (II) SUCCESSFUL BID**

PLEASE TAKE NOTICE that pursuant to the *Order (I) Approving Bidding Procedures for the Sale of Substantially all of the Debtors' Assets, (II) Authorizing the Debtors to Enter into Stalking Horse Agreement and to Provide Bidding Protections Thereunder, (III) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (IV) Approving Assumption and Assignment Procedures, (V) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof, and (VI) Granting Related Relief* [Docket No. 206] (the "Bidding Procedures Order"),² the deadline for submitting Qualified Bids was October 26, 2020 at 4:00 p.m. (prevailing Eastern Time) (the "Bid Deadline").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, the Auction for the Assets was scheduled for October 29, 2020 at 10:00 a.m. (prevailing Eastern Time) if one or more Qualified Bids (other than the Stalking Horse Bid,³ which is deemed a Qualified Bid pursuant to the Bidding Procedures Order) were received on or before the Bid Deadline.

¹ The Debtors are the following nineteen entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Shiloh Industries, Inc. (7683), Greenfield Die & Manufacturing Corp. (8114), Jefferson Blanking Inc. (7850), Shiloh Automotive, Inc. (1339), Shiloh Corporation (5101), Shiloh Industries, Inc. Dickson Manufacturing Division (5835), Shiloh Holdings International, Inc. (1446), C & H Design Company (9432), Liverpool Coil Processing, Incorporated (0571), Medina Blanking, Inc. (0707), The Sectional Die Company (3562), VCS Properties, LLC (1094), Shiloh Die Cast LLC (5814), Shiloh Manufacturing Holdings LLC (0853), FMS Magnum Holdings LLC (6471), Sectional Stamping, Inc. (8967), Albany-Chicago Company LLC (4687), Shiloh Die Cast Midwest LLC (4114), and Shiloh Manufacturing LLC (1628). The noticing address of each of the Debtors in these chapter 11 cases is 880 Steel Drive, Valley City, Ohio 44280.

² Capitalized terms used but not defined herein have the meanings given to them in the Bidding Procedures or the Bidding Procedures Order.

³ On August 30, 2020, the Debtors entered into a stock and asset purchase agreement (the "Stalking Horse Agreement") with Grouper Holdings, LLC, an affiliate of MiddleGround Capital LLC, for the sale of substantially all of the Debtors' assets for an aggregate purchase price of approximately \$218 million (the "Stalking Horse Bid").

PLEASE TAKE FURTHER NOTICE that except for the Stalking Horse Bid, no Qualified Bids were received before the Bid Deadline. Accordingly, the Debtors, after consulting with the Consultation Parties, hereby cancel the Auction pursuant to the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, because no other Qualified Bid was received, the Debtors, in consultation with the Consultation Parties, have selected the Stalking Horse Bid as the Successful Bid. A copy of the Stalking Horse Agreement is attached as Exhibit C to the motion seeking approval of the Bidding Procedures (the "Bidding Procedures Motion") [Docket No. 77].

PLEASE TAKE FURTHER NOTICE that a hearing will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 North Market Street, Wilmington, DE 19801 on **November 10, 2020 at 2:00 p.m. (prevailing Eastern Time)**, at which time the Debtors intend to request that the Court approve the Stalking Horse Agreement and the transactions contemplated thereunder.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Order, the Bidding Procedures, the Bidding Procedures Motion, the Stalking Horse Agreement and other relevant documents may be obtained free of charge by visiting <https://cases.primeclerk.com/shiloh>.

Dated: October 28, 2020
Wilmington, Delaware

Respectfully submitted,

/s/ David T. Queroli

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